Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE ANN AND MONROE CARELL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 95 WHITE BRIDGE ROAD — Room/suite 514

City or town, state, and ZIP code NASHVILLE, TN 37205

A Employer identification number 58-1537831

B Telephone number (615)356-0991

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 8,164,375.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	479,203.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
	4 Dividends and interest from securities	183,252.	183,252.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<95,532.>			
	b Gross sales price for all assets on line 6a 3,065,947.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	566,930.	183,259.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,112.	0.		2,112.
	b Accounting fees STMT 4	980.	0.		980.
	c Other professional fees STMT 5	26,636.	26,636.		0.
	17 Interest				
	18 Taxes STMT 6	364.	364.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	77.	77.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,169.	27,077.		3,092.
	25 Contributions, gifts, grants paid	370,150.			370,150.
	26 **Total expenses and disbursements.** Add lines 24 and 25	400,319.	27,077.		373,242.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	166,611.			
	b **Net investment income** (if negative, enter -0-)		156,182.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,151,563.	1,497,453.	1,497,453.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,392,149.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,764,971.	2,075,930.	2,330,115.
	c Investments - corporate bonds STMT 9	530,183.	3,109,137.	3,347,592.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,827,453.	1,150,410.	989,215.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	7,666,319.	7,832,930.	8,164,375.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,666,319.	7,832,930.	
	30 **Total net assets or fund balances**	7,666,319.	7,832,930.	
	31 **Total liabilities and net assets/fund balances**	7,666,319.	7,832,930.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,666,319.
2	Enter amount from Part I, line 27a	2	166,611.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,832,930.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,832,930.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,065,947.		3,161,479.	<95,532.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<95,532.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<95,532.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	285,096.	9,654,597.	.029530
2007	12,374,326.	11,787,764.	1.049760
2006	99,292.	3,298,448.	.030103
2005	100,810.	3,139,666.	.032109
2004	122,783.	3,242,883.	.037862

2 **Total** of line 1, column (d)	2	1.179364
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.235873
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,278,663.
5 Multiply line 4 by line 3	5	1,716,840.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,562.
7 Add lines 5 and 6	7	1,718,402.
8 Enter qualifying distributions from Part XII, line 4	8	373,242.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,124.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,124.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,124.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,094.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,094.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,970.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	2,970.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANN CARELL Telephone no. ▶ (615) 356-0991

Located at ▶ 95 WHITE BRIDGE RD, SUITE 514, NASHVILLE, TN ZIP+4 ▶ 37205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANN SCOTT CARELL 4432 TYNE BLVD. NASHVILLE, TN 37215	PRESIDENT 0.00	0.	0.	0.
KATHRYN C. BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	VICE-PRESIDENT 0.00	0.	0.	0.
EDITH C. JOHNSON 4407 IROQUOIS NASHVILLE, TN 37205	TREASURER 0.00	0.	0.	0.
JULIE CARELL STADLER 1109 BELLE MEADE BLVD NASHVILLE, TN 37205	SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,361,142.
b	Average of monthly cash balances		1b	2,028,364.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	7,389,506.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,389,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	110,843.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,278,663.
6	**Minimum investment return.** Enter 5% of line 5		6	363,933.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	363,933.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 3,124.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,124.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	360,809.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	360,809.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	360,809.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	373,242.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	373,242.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	373,242.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				360,809.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007 12133026.				
e From 2008				
f Total of lines 3a through e	12,133,026.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 373,242.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				360,809.
e Remaining amount distributed out of corpus	12,433.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,145,459.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	12,145,459.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 12133026.				
d Excess from 2008				
e Excess from 2009 12,433.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

ANN SCOTT CARELL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			▶ 3a	370,150.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	183,252.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<95,532.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		87,727.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 87,727.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Mrs. Monroe Carell Jr. 5-10-10

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Cynthia P. Hayes, CPA | Date: 5/7/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self employed), address, and ZIP code: LATTIMORE BLACK MORGAN & CAIN, P.C. P.O. BOX 1869 BRENTWOOD, TN 37024-1869 | EIN | Phone no. (615)377-4600

Form **990-PF** (2009)

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE ANN AND MONROE CARELL FOUNDATION	58-1537831

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

923451 02-01-10

Name of organization	Employer identification number
THE ANN AND MONROE CARELL FOUNDATION	58-1537831

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF MONROE CARELL, JR. 1109 BELLE MEADE BLVD NASHVILLE, TN 37215	$ 479,203.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
b	GOLDMAN SACHS #52431-1 (SEE ATTACHMENT 1)	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS #52433-7 (SEE ATTACHMENT 2)	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS #52434-5 (SEE ATTACHMENT 3)	P	VARIOUS	VARIOUS
g	LH GLOBAL LONG/SHORT FUND LTD OFFSHORE	P	VARIOUS	VARIOUS
h	SPRING POINT OPPORTUNITY PARTNERS LTD	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	931,203.		921,830.	9,373.
b	574,415.		593,660.	<19,245.>
c	640,306.		632,424.	7,882.
d	29,053.		29,228.	<175.>
e	309,885.		340,465.	<30,580.>
f	24,818.		43,585.	<18,767.>
g			287.	<287.>
h	556,267.		600,000.	<43,733.>
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				9,373.
b				<19,245.>
c				7,882.
d				<175.>
e				<30,580.>
f				<18,767.>
g				<287.>
h				<43,733.>
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<95,532.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
US BANK	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #52431-1	152,047.	0.	152,047.
GOLDMAN SACHS #52432-9	10,006.	0.	10,006.
GOLDMAN SACHS #52433-7	13,996.	0.	13,996.
GOLDMAN SACHS #52434-5	6,200.	0.	6,200.
GOLDMAN SACHS #52484-0	1,003.	0.	1,003.
TOTAL TO FM 990-PF, PART I, LN 4	183,252.	0.	183,252.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	2,112.	0.		2,112.
TO FM 990-PF, PG 1, LN 16A	2,112.	0.		2,112.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	980.	0.		980.
TO FORM 990-PF, PG 1, LN 16B	980.	0.		980.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	26,636.	26,636.		0.
TO FORM 990-PF, PG 1, LN 16C	26,636.	26,636.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES GOLDMAN SACHS	324.	324.		0.
TN SEC OF STATE ANNUAL REPORT	40.	40.		0.
TO FORM 990-PF, PG 1, LN 18	364.	364.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	77.	77.		0.
TO FORM 990-PF, PG 1, LN 23	77.	77.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	509,071.	518,648.
GOLDMAN SACHS #52433-7	802,787.	912,682.
GOLDMAN SACHS #52434-5	764,072.	898,785.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,075,930.	2,330,115.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #52431-1	3,109,137.	3,347,592.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,109,137.	3,347,592.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST 3641370	COST	1,000,000.	838,255.
GOLDMAN SACHS #52431-1	COST	150,410.	150,960.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,150,410.	989,215.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALIVE HOSPICE 1718 PATTERSON STREET NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	400.
BASILICA HISTORIC TRUST 4210 HARDING ROAD NASHVILLE, TN 37205	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.
BELLE MEADE BEAUTIFICATION PROJECT 5025 HARDING ROAD NASHVILLE, TN 37205	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	100.
BLAIR SCHOOL OF MUSIC 2400 BLAKEMORE AVENUE NASHVILLE, TN 37212	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
CATHEDRAL OF THE INCARNATION 2015 WEST END AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	5,000.
CATHOLIC FOUNDATION 2400 21ST AVE S NASHVILLE, TN 372125387	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	500.
CHEEKWOOD BOTANICAL GARDEN & MUSEUM OF ART 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	100.
DIOCESE OF NASHVILLE 2400 21ST AVENUE SOUTH NASHVILLE, TN 372125387	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	50,000.

EASTER SEALS 4004 HILLSBORO PIKE NASHVILLE, TN 37215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,750.
ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	20,000.
EVE OF JANUS BENEFIT 2525 WEST END AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	350.
HARPETH HALL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	15,000.
NASHVILLE PUBLIC LIBRARY FOUNDATION 615 CHURCH ST NASHVILLE, TN 37219	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,500.
NASHVILLE PUBLIC TELEVISION 161 RAINS AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	15,000.
POPE JOHN PAUL II HIGH SCHOOL 2201 WEST END AVENUE NASHVILLE, TN 37235	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	195,000.
REV PATRICK KIBBY 2001 WEST END AVENUE NASHVILLE, TN 37203	NONE TO FURTHER CHARITABLE ACTIVITIES	RELIGIOUS	500.
SADDLE UP 1549 OLD HILLSBORO ROAD FRANKLIN, TN 370699136	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
STEPHENS COLLEGE 1200 EAST BROADWAY COLUMBIA, MO 65215	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	5,000.

SWAN BALL 3630 REDMON STREET NASHVILLE, TN 372094827	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	16,000.
TENNESSEE PERFORMING ARTS CENTER 505 DEADERICK STREET NASHVILLE, TN 37243	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	200.
VANDERBILT CHILDREN'S HOSPITAL 2200 CHILDREN'S WAY NASHVILLE, TN 37232	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	2,000.
WARNER PARK FRIENDS 50 VAUGHN RD NASHVILLE, TN 37221	NONE TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	25,000.
MONTGOMERY BELL ACADEMY 4001 WEST END AVENUE NASHVILLE, TN 37205-1998	TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	2,500.
ST. EDWARD CHURCH 188 THOMPSON LANE NASHVILLE, TN 37211-2463	TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	10,250.
VANDERBILT MEDICAL CENTER - LIFEFLIGHT 1211 MEDICAL CENTER DRIVE NASHVILLE, TN 37232-7430	TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	1,000.
WPLN - PRODUCERS CIRCLE 630 MAINSTREAM DR. NASHVILLE, TN 37228	TO FURTHER CHARITABLE ACTIVITIES	PUBLIC	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			370,150.

Ann and Monroe Carell Foundation
(EIN: 58-1537831)
Schedule D Attachment 1
Goldman Sachs #52431-1
page 1

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOLDMAN SACHS CONCENTRATED EMERGING	Aug 15 2008	Apr 21 2009	6,291 95	34,165 26	56,250 00	0 00	(22,084 74)	(22,084 74)	ST
MARKETS EQUITY FUND INSTL SHARES	Dec 12 2008	Apr 21 2009	132 90	721 66	639 26	0 00	82 40	82 40	ST
ISHARES MSCI UNITED KINGDOM INDEX FUND	Apr 29 2009	Jun 03 2009	2,366 00	32,293 64	27,720 06	0 00	4,573 58	4,573 58	ST
ETF	Apr 29 2009	Jun 09 2009	2,934 00	39,842 69	34,374 74	0 00	5,467 95	5,467 95	ST
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL	Aug 05 2008	Jun 22 2009	10,822 51	64,718 62	75,000 00	0 00	(10,281 38)	(10,281 38)	ST
FUND CLASS I	Aug 13 2008	Jun 22 2009	32,374 10	193,597 12	225,000 00	0 00	(31,402 88)	(31,402 88)	ST
	Aug 29 2008	Jun 22 2009	167 48	1,001 50	1,163 95	0 00	(162 45)	(162 45)	ST
	Sep 30 2008	Jun 22 2009	342 22	2,046 46	2,190 19	0 00	(143 73)	(143 73)	ST
	Oct 31 2008	Jun 22 2009	414 41	2,478 15	2,196 35	0 00	281 80	281 80	ST
	Nov 28 2008	Jun 22 2009	434 67	2,599 32	2,121.18	0 00	478.14	478.14	ST
	Dec 11 2008	Jun 22 2009	20,833 33	124,583 33	100,000 00	0 00	24,583 33	24,583 33	ST
	Dec 31 2008	Jun 22 2009	585 40	3,500 69	2,962 12	0 00	538.57	538 57	ST
	Jan 30 2009	Jun 22 2009	598 95	3,581 72	3,174 43	0 00	407 29	407 29	ST
	Jan 30 2009	Jun 22 2009	9,433 96	56,415 09	50,000 00	0 00	6,415 09	6,415 09	ST
	Feb 27 2009	Jun 22 2009	667.02	3,988 77	3,448 49	0.00	540 28	540.28	ST
	Mar 26 2009	Jun 22 2009	15,299 20	91,489 24	79,249 88	0 00	12,239 36	12,239 36	ST
OIL SERVICE HOLDRS TRUST CMN	Jun 16 2009	Jul 24 2009	300 00	31,649 27	32,706 00	0 00	(1,056 73)	(1,056 73)	ST
TECHNOLOGY SELECT INDEX 'SPDR'	Jun 30 2009	Jul 24 2009	2,050 00	40,076 46	37,248 50	0 00	2,827 96	2,827.96	ST
OIL SERVICE HOLDRS TRUST CMN	Jun 16 2009	Aug 03 2009	300 00	32,468 16	32,706 00	0 00	(237 84)	(237 84)	ST
	Jun 30 2009	Aug 03 2009	100 00	10,822 72	9,812 76	0 00	1,009 96	1,009 96	ST
SPDR S&P HOMEBUILDERS ETF ETF	Apr 29 2009	Aug 11 2009	2,850 00	42,417 73	39,198 90	0 00	3,218 83	3,218 83	ST
	Apr 29 2009	Aug 11 2009	3,950 00	58,576 99	54,328 30	0 00	4,248 69	4,248 69	ST
	Jul 01 2009	Aug 11 2009	1,100 00	16,371 76	13,090 00	0 00	3,281.76	3,281 76	ST
TECHNOLOGY SELECT INDEX 'SPDR'	Jun 30 2009	Oct 01 2009	2,050 00	41,796 37	37,248 50	0 00	4,547 87	4,547 87	ST
EKSPORTFINANS ASA LINKED TO S&P 500 0% COUPON DUE 11/23/2009 STRUCTURED NOTE	Aug 08 2008	Nov 23 2009	225 00	225,000 00	233,660 24	0 00	(8,660 24)	(8,660 24)	LT
BNP PARIBAS LINKED TO MSCI EAFE 0% COUPON DUE 12/14/2009 STRUCTURED NOTE	Aug 22 2008	Dec 14 2009	360 00	349,414 96	360,000 00	0 00	(10,585 04)	(10,585 04)	LT

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	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	571,556 32	496,813.47	0 00	74,742 85	74,742.85
SHORT TERM LOSSES	359,646 39	425,016.14	0 00	(65,369 75)	(65,369 75)
NET SHORT TERM GAINS (LOSSES)	**931,202.71**	**921,829.61**	**0.00**	**9,373.10**	**9,373.10**
LONG TERM LOSSES	574,414 96	593,660 24	0 00	(19,245 28)	(19,245 28)
NET LONG TERM GAINS (LOSSES)	**574,414.96**	**593,660.24**	**0.00**	**(19,245.28)**	**(19,245.28)**

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YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK	Aug 14 2008	Jan 08 2009	44 00	2,287 77	2,905 42	0 00	(617 65)	(617 65)	ST
GENENTECH INC CMN	Sep 18 2008	Jan 09 2009	9 00	761 17	816 02	0 00	(54 85)	(54 85)	ST
INVESCO LTD CMN	Aug 14 2008	Jan 21 2009	205 00	2,316 83	5,242 60	0 00	(2,925 77)	(2,925 77)	ST
	Dec 29 2008	Jan 21 2009	35 00	395 56	442 89	0.00	(47 33)	(47 33)	ST
	Dec 30 2008	Jan 21 2009	33 00	372 95	439 36	0 00	(66 41)	(66 41)	ST
	Dec 31 2008	Jan 21 2009	10 00	113 02	139 49	0 00	(26 47)	(26 47)	ST
TD AMERITRADE HOLDING CORPORAT CMN	Nov 18 2008	Jan 21 2009	93 00	1,047 77	1,060 76	0.00	(12 99)	(12 99)	ST
WILLIAMS COMPANIES INC. (THE) CMN	Aug 14 2008	Jan 21 2009	140 00	1,865 29	3,932 60	0 00	(2,067 31)	(2,067.31)	ST
	Sep 03 2008	Jan 21 2009	70 00	932 65	1,972 07	0 00	(1,039 42)	(1,039 42)	ST
BANK OF AMERICA CORP CMN	Aug 14 2008	Jan 22 2009	140 00	801 73	4,237 80	0 00	(3,436 07)	(3,436 07)	ST
SUNTRUST BANKS INC $1 00 PAR CMN	Sep 22 2008	Jan 22 2009	64 00	915 11	3,425 49	0 00	(2,510 38)	(2,510 38)	ST
ZIMMER HLDGS INC CMN	Oct 27 2008	Jan 22 2009	28 00	1,102 31	1,151 20	0 00	(48 89)	(48 89)	ST
NUCOR CORPORATION CMN	Dec 10 2008	Jan 23 2009	12 00	478 40	519 32	0 00	(40 92)	(40 92)	ST
	Dec 11 2008	Jan 23 2009	43 00	1,714 28	1,853 05	0 00	(138.77)	(138 77)	ST
SMITH INTERNATIONAL INC CMN	Sep 24 2008	Jan 23 2009	50 00	1,232 80	3,216 64	0 00	(1,983 84)	(1,983 84)	ST
	Nov 05 2008	Jan 23 2009	35 00	862 96	1,215 10	0 00	(352 14)	(352 14)	ST
AMPHENOL CORP CL-A (NEW) CMN CLASS A	Oct 20 2008	Jan 26 2009	53.00	1,342 19	1,443 19	0 00	(101 00)	(101 00)	ST
HEWLETT-PACKARD CO CMN	Aug 14 2008	Jan 26 2009	45 00	1,611 77	2,052 83	0 00	(441 06)	(441 06)	ST
HESS CORPORATION CMN	Aug 14 2008	Jan 27 2009	20 00	1,201 85	1,957 54	0 00	(755 69)	(755 69)	ST
	Aug 14 2008	Feb 03 2009	17 00	937 14	1,663 91	0 00	(726 77)	(726.77)	ST
AIR PRODUCTS & CHEMICALS INC CMN	Sep 16 2008	Feb 09 2009	15 00	838 83	1,273 49	0 00	(434 66)	(434 66)	ST
HEWLETT-PACKARD CO CMN	Aug 14 2008	Feb 09 2009	30 00	1,097 62	1,368 55	0.00	(270 93)	(270 93)	ST
AIR PRODUCTS & CHEMICALS INC CMN	Sep 16 2008	Feb 10 2009	10 00	540 91	849 00	0 00	(308 09)	(308 09)	ST
NEWELL RUBBERMAID INC CMN	Aug 14 2008	Feb 11 2009	190 00	1,466 33	3,638 50	0 00	(2,172 17)	(2,172 17)	ST
	Aug 14 2008	Feb 12 2009	60 00	461 73	1,149 00	0 00	(687 27)	(687 27)	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
WAL MART STORES INC CMN	Aug 14 2008	Feb 13 2009	30 00	1,403 05	1,762 80	0 00	(359 75)	(359 75)	ST
RANGE RESOURCES CORPORATION CMN	Nov 18 2008	Feb 19 2009	31 00	1,092 30	1,257.50	0 00	(165 20)	(165 20)	ST
AIR PRODUCTS & CHEMICALS INC CMN	Sep 16 2008	Feb 24 2009	12 00	583 29	1,018 79	0 00	(435 51)	(435 51)	ST
	Sep 24 2008	Feb 24 2009	7 00	340 25	514 78	0 00	(174 53)	(174 53)	ST
ZIMMER HLDGS INC CMN	Oct 27 2008	Mar 03 2009	43 00	1,442 29	1,767.92	0 00	(325 63)	(325 63)	ST
JOHNSON CONTROLS INC CMN	Aug 14 2008	Mar 04 2009	110 00	1,224 57	3,615 70	0 00	(2,391.13)	(2,391 13)	ST
AIR PRODUCTS & CHEMICALS INC CMN	Sep 24 2008	Mar 09 2009	22 00	1,011 22	1,617 89	0 00	(606 67)	(606 67)	ST
GENENTECH INC CMN	Sep 18 2008	Mar 09 2009	43 00	3,869 23	3,898 77	0 00	(29 54)	(29 54)	ST
TIME WARNER INC CMN	Aug 14 2008	Mar 13 2009	190 00	1,554 15	3,028 60	0 00	(1,474 45)	(1,474 45)	ST
UNILEVER N V NY SHS (NEW) ADR CMN	Aug 14 2008	Mar 17 2009	100 00	1,858 57	2,839 00	0 00	(980 43)	(980 43)	ST
	Aug 14 2008	Mar 18 2009	80 00	1,484 37	2,271 20	0 00	(786 83)	(786 83)	ST
SPRINT NEXTEL CORPORATION CMN	Aug 14 2008	Mar 24 2009	149 00	555 61	1,335 04	0 00	(779 43)	(779 43)	ST
	Aug 14 2008	Mar 25 2009	229 00	865 84	2,051 84	0 00	(1,186 00)	(1,186 00)	ST
DEVON ENERGY CORPORATION (NEW) CMN	Aug 14 2008	Mar 26 2009	23 00	1,115 74	2,203 17	0 00	(1,087 43)	(1,087 43)	ST
TIME WARNER CABLE INC CMN	Aug 14 2008	Mar 27 2009	0 16	4 11	0 00	0 00	4 11	4 11	ST
VIACOM INC CMN CLASS B	Oct 15 2008	Mar 30 2009	80 00	1,372 13	1,479 43	0 00	(107 30)	(107 30)	ST
CAMPBELL SOUP CO CMN	Jan 08 2009	Apr 07 2009	3 00	78 83	87 00	0 00	(8 17)	(8 17)	ST
	Jan 09 2009	Apr 07 2009	9 00	236 48	260 99	0 00	(24 50)	(24 50)	ST
MICROSOFT CORPORATION CMN	Oct 20 2008	Apr 07 2009	105 00	1,970 46	2,500 66	0 00	(530.20)	(530 20)	ST
	Nov 20 2008	Apr 07 2009	9 00	168 90	165.39	0 00	3 51	3 51	ST
CAMPBELL SOUP CO CMN	Jan 09 2009	Apr 08 2009	4 00	104 90	115 99	0 00	(11 09)	(11.09)	ST
	Jan 12 2009	Apr 08 2009	11 00	288 48	318 46	0 00	(29 98)	(29 98)	ST
	Jan 13 2009	Apr 08 2009	48 00	1,258 81	1,392 00	0 00	(133 19)	(133 19)	ST
CHUBB CORP CMN	Oct 28 2008	Apr 08 2009	49 00	2,042 52	2,216 00	0 00	(173 48)	(173.48)	ST
TIME WARNER CABLE INC CMN	Aug 14 2008	Apr 08 2009	40 00	1,064 13	1,896 19	0 00	(832 06)	(832 06)	ST
AMPHENOL CORP CL-A (NEW) CMN CLASS A	Oct 20 2008	Apr 09 2009	11 00	332 36	299 53	0 00	32 83	32 83	ST
	Oct 21 2008	Apr 09 2009	78 00	2,356 70	2,184 14	0 00	172 56	172 56	ST
AMGEN INC CMN	Aug 14 2008	Apr 13 2009	32 00	1,524 71	2,077 44	0 00	(552 73)	(552 73)	ST
PFIZER INC CMN	Jan 29 2009	Apr 14 2009	200 00	2,665 53	3,025 38	0 00	(359 85)	(359 85)	ST
EVEREST RE GROUP LTD CMN	Aug 14 2008	Apr 16 2009	11 00	820 02	903 78	0 00	(83 76)	(83 76)	ST
MICROSOFT CORPORATION CMN	Nov 20 2008	Apr 16 2009	51 00	1,006 99	937 19	0 00	69 80	69 80	ST
	Jan 21 2009	Apr 16 2009	125 00	2,468 11	2,364 65	0 00	103 46	103 46	ST
EVEREST RE GROUP LTD CMN	Aug 14 2008	Apr 17 2009	5 00	365 01	410 81	0 00	(45 80)	(45 80)	ST
ACTIVISION BLIZZARD INC CMN	Feb 13 2009	Apr 21 2009	158 00	1,614 01	1,529 98	0 00	84 03	84.03	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
PROCTER & GAMBLE COMPANY (THE) CMN	Mar 13 2009	Apr 23 2009	55 00	2,709 37	2,545 53	0 00	163 84	163 84	ST
TD AMERITRADE HOLDING CORPORAT CMN	Nov 18 2008	Apr 23 2009	101 00	1,665 13	1,152 00	0 00	513 12	513.12	ST
	Dec 29 2008	Apr 23 2009	91 00	1,500 26	1,170 92	0 00	329 34	329 34	ST
VISA INC CMN CLASS A	Aug 14 2008	Apr 23 2009	34 00	1,973 61	2,555 24	0 00	(581 63)	(581 63)	ST
EXXON MOBIL CORPORATION CMN	Oct 06 2008	Apr 30 2009	44 00	2,948 81	3,361.92	0 00	(413 11)	(413 11)	ST
EVEREST RE GROUP LTD CMN	Aug 14 2008	May 06 2009	69 00	4,906 00	5,669 18	0 00	(763 18)	(763 18)	ST
	Apr 30 2009	May 06 2009	46 00	3,270 66	3,358 77	0 00	(88 11)	(88 11)	ST
WAL MART STORES INC CMN	Aug 14 2008	May 06 2009	105.00	5,191 50	6,169.80	0.00	(978 30)	(978 30)	ST
AIR PRODUCTS & CHEMICALS INC CMN	Sep 24 2008	May 07 2009	21 00	1,323 08	1,544 35	0 00	(221 27)	(221 27)	ST
	Jan 23 2009	May 07 2009	21 00	1,323 08	1,107 69	0 00	215 39	215 39	ST
	Apr 30 2009	May 07 2009	90 00	5,670 35	6,070 14	0 00	(399 79)	(399 79)	ST
AMGEN INC CMN	Aug 14 2008	May 07 2009	58 00	2,721 56	3,765 36	0 00	(1,043 81)	(1,043 81)	ST
	Sep 30 2008	May 07 2009	25 00	1,173 08	1,468 72	0 00	(295 64)	(295 64)	ST
	Apr 30 2009	May 07 2009	15 00	703 85	755 10	0 00	(51 25)	(51 25)	ST
AT&T INC CMN	Mar 03 2009	May 07 2009	125 00	3,187 69	2,863 69	0 00	324 00	324 00	ST
	Apr 30 2009	May 07 2009	275 00	7,012 92	7,069 73	0 00	(56 81)	(56 81)	ST
EOG RESOURCES INC CMN	Aug 14 2008	May 07 2009	32 00	2,346 78	3,100 48	0 00	(753 70)	(753 70)	ST
EVEREST RE GROUP LTD CMN	Apr 30 2009	May 07 2009	104 00	7,288 43	7,593 74	0 00	(305 31)	(305 31)	ST
AMGEN INC CMN	Apr 30 2009	May 08 2009	175 00	8,255 67	8,809.50	0 00	(553 83)	(553 83)	ST
WASTE MANAGEMENT INC CMN	Sep 05 2008	May 08 2009	74 00	2,007 73	2,560.78	0 00	(553 05)	(553 05)	ST
	Sep 08 2008	May 08 2009	23 00	624 03	813 97	0 00	(189 95)	(189 95)	ST
	Oct 13 2008	May 08 2009	51 00	1,383 71	1,520 95	0 00	(137 24)	(137 24)	ST
	Oct 14 2008	May 08 2009	11 00	298 45	332 99	0 00	(34 54)	(34.54)	ST
	Oct 15 2008	May 08 2009	13 00	352 71	396 05	0 00	(43 34)	(43 34)	ST
	Apr 30 2009	May 08 2009	26 00	705 42	709 57	0 00	(4 15)	(4 15)	ST
WYETH CMN	Aug 14 2008	May 08 2009	94 00	4,138 77	4,058 24	0 00	80 53	80 53	ST
THE MOSAIC COMPANY CMN	Feb 09 2009	May 11 2009	12 00	538 94	543 78	0 00	(4 84)	(4 84)	ST
	Feb 10 2009	May 11 2009	20 00	898 23	901 50	0 00	(3 27)	(3 27)	ST
EOG RESOURCES INC CMN	Aug 14 2008	May 12 2009	44 00	3,157 14	4,263 16	0 00	(1,106 02)	(1,106 02)	ST
THE MOSAIC COMPANY CMN	Feb 10 2009	May 12 2009	6 00	271 24	270 45	0 00	0 79	0 79	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Apr 15 2009	May 12 2009	34 00	1,537 05	1,509 26	0 00	27 79	27 79	ST
EXXON MOBIL CORPORATION CMN	Oct 06 2008	May 20 2009	32 00	2,251 01	2,445 04	0 00	(194 03)	(194 03)	ST
	Oct 07 2008	May 20 2009	16 00	1,125 50	1,265 76	0 00	(140 26)	(140 26)	ST
	Jan 20 2009	May 20 2009	20 00	1,406 88	1,548 59	0 00	(141 71)	(141 71)	ST
	Jan 23 2009	May 20 2009	17 00	1,195 85	1,312 73	0 00	(116 88)	(116 88)	ST
	Apr 30 2009	May 20 2009	134 00	9,426 09	8,992.12	0 00	433 97	433 97	ST
TIME WARNER INC CMN	Aug 14 2008	May 27 2009	146 00	3,441 23	5,251.45	0 00	(1,810.22)	(1,810.22)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	Mar 13 2009	Jun 01 2009	55 00	2,936 29	2,545.53	0 00	390.76	390 76	ST
	Apr 30 2009	Jun 01 2009	125 00	6,673 38	6,121 63	0 00	551 75	551 75	ST
TIME WARNER INC CMN	Aug 14 2008	Jun 01 2009	14 00	335 50	503 56	0 00	(168 06)	(168 06)	ST
	Apr 30 2009	Jun 01 2009	355 00	8,507 35	7,743 33	0 00	764 02	764 02	ST
WAL MART STORES INC CMN	Aug 14 2008	Jun 01 2009	3 00	151 63	176 28	0 00	(24 65)	(24 65)	ST
	Apr 30 2009	Jun 01 2009	240 00	12,130 07	12,072 00	0 00	58 07	58 07	ST
VISA INC CMN CLASS A	Aug 14 2008	Jun 02 2009	56 00	3,741 56	4,208 62	0 00	(467 06)	(467 06)	ST
	Apr 30 2009	Jun 02 2009	115 00	7,683 57	7,577 66	0 00	105 91	105 91	ST
EXXON MOBIL CORPORATION CMN	Apr 30 2009	Jun 05 2009	151 00	10,991 08	10,132 92	0 00	858 16	858 16	ST
LABORATORY CORPORATION OF AMER CMN	Aug 14 2008	Jun 05 2009	58 00	3,561 51	4,201 71	0 00	(640 20)	(640 20)	ST
	Aug 14 2008	Jun 08 2009	39 00	2,379 56	2,825 29	0 00	(445 73)	(445 73)	ST
	Apr 30 2009	Jun 08 2009	17 00	1,037.25	1,095 90	0.00	(58 66)	(58 66)	ST
WASTE MANAGEMENT INC CMN	Apr 30 2009	Jun 08 2009	137 00	3,850 02	3,738 88	0 00	111 14	111 14	ST
	Apr 30 2009	Jun 09 2009	212 00	5,901 43	5,785 71	0 00	115 72	115 72	ST
NIKE CLASS-B CMN CLASS B	Apr 07 2009	Jun 24 2009	45 00	2,396 16	2,233 61	0 00	162 55	162.55	ST
	Apr 23 2009	Jun 24 2009	36 00	1,916.93	1,938 88	0 00	(21 95)	(21 95)	ST
	Apr 30 2009	Jun 24 2009	47 00	2,502 65	2,553 50	0 00	(50 85)	(50 85)	ST
HESS CORPORATION CMN	Aug 14 2008	Jun 25 2009	6 00	320 55	587 26	0 00	(266 71)	(266 71)	ST
	Nov 03 2008	Jun 25 2009	25 00	1,335 63	1,458 14	0 00	(122 51)	(122 51)	ST
	Dec 12 2008	Jun 25 2009	20 00	1,068 50	934 17	0 00	134 33	134 33	ST
	Dec 17 2008	Jun 25 2009	33 00	1,763 03	1,731 32	0 00	31 71	31 71	ST
	Dec 23 2008	Jun 25 2009	19 00	1,015 08	914 52	0 00	100 56	100 56	ST
NIKE CLASS-B CMN CLASS B	Apr 30 2009	Jun 25 2009	128 00	6,491 25	6,954 22	0 00	(462 97)	(462 97)	ST
RANGE RESOURCES CORPORATION CMN	Nov 18 2008	Jun 25 2009	24 00	995 77	973 55	0 00	22 22	22 22	ST
	Nov 25 2008	Jun 25 2009	25 00	1,037 26	971 23	0 00	66 03	66 03	ST
	Dec 03 2008	Jun 25 2009	2 00	82 98	75 85	0 00	7 13	7 13	ST
	Dec 04 2008	Jun 25 2009	27 00	1,120 24	1,010 04	0 00	110 20	110 20	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Dec 31 2008	Jun 25 2009	90 00	3,734 13	3,102 11	0 00	632 02	632 02	ST
	Apr 30 2009	Jun 25 2009	18 00	746 83	746 81	0 00	0 02	0 02	ST
TRANSOCEAN LTD CMN	Feb 23 2009	Jun 29 2009	35 00	2,645 94	2,033 31	0 00	612 63	612 63	ST
	Mar 26 2009	Jun 29 2009	17 00	1,285 17	1,096 87	0 00	188 30	188 30	ST
	Apr 30 2009	Jun 29 2009	4 00	302 39	277 37	0 00	25 03	25 03	ST
JOHNSON & JOHNSON CMN	Aug 14 2008	Jul 09 2009	52 00	2,939 01	3,730 48	0 00	(791 47)	(791 47)	ST
THE MOSAIC COMPANY CMN	Apr 15 2009	Jul 17 2009	1 00	51 91	44 39	0 00	7 52	7 52	ST
	Apr 30 2009	Jul 17 2009	69 00	3,581 93	2,915 25	0 00	666 68	666 68	ST
LABORATORY CORPORATION OF AMER CMN	Apr 30 2009	Jul 20 2009	122 00	8,151 20	7,864 72	0 00	286 48	286 48	ST
THE MOSAIC COMPANY CMN	Apr 30 2009	Jul 20 2009	91 00	4,463 58	3,844 75	0 00	618 83	618 83	ST
LABORATORY CORPORATION OF AMER CMN	Apr 30 2009	Jul 21 2009	71 00	4,788 29	4,577 01	0 00	211 28	211 28	ST
FRANKLIN RESOURCES INC CMN	Oct 24 2008	Aug 03 2009	45 00	4,119 70	2,483 62	0 00	1,636 08	1,636 08	ST
	Nov 19 2008	Aug 03 2009	14 00	1,281 69	711 11	0 00	570 58	570 58	ST
PHILIP MORRIS INTL INC CMN	Aug 14 2008	Aug 03 2009	159 00	7,494 65	8,857 89	0 00	(1,363 24)	(1,363 24)	ST
DOW CHEMICAL CO CMN	May 08 2009	Aug 07 2009	182 00	4,197 35	3,170 69	0 00	1,026 66	1,026 66	ST
	May 11 2009	Aug 07 2009	140 00	3,228 73	2,398 22	0 00	830 51	830 51	ST
EOG RESOURCES INC CMN	Aug 14 2008	Aug 17 2009	4 00	285 76	387 56	0 00	(101 80)	(101 80)	LT
	Oct 21 2008	Aug 17 2009	22 00	1,571 67	1,607 28	0 00	(35 61)	(35 61)	ST
	Feb 18 2009	Aug 17 2009	19 00	1,357 35	1,075 57	0 00	281 78	281 78	ST
	Apr 30 2009	Aug 17 2009	4 00	285 76	265 07	0 00	20 69	20 69	ST
MORGAN STANLEY CMN	Feb 13 2009	Aug 24 2009	130 00	3,913 30	2,998 30	0 00	915 00	915 00	ST
ENTERGY CORPORATION CMN	Aug 14 2008	Aug 26 2009	58 00	4,713 84	5,766 36	0 00	(1,052 52)	(1,052 52)	LT
THE TRAVELERS COMPANIES, INC CMN	Aug 14 2008	Aug 26 2009	142 00	6,909 63	6,205 40	0 00	704 23	704 23	LT
DEVON ENERGY CORPORATION (NEW) CMN	Aug 14 2008	Aug 27 2009	59 00	3,649 95	5,651 61	0.00	(2,001 66)	(2,001 66)	LT
	Jan 20 2009	Aug 27 2009	9 00	556 77	504 91	0 00	51 86	51 86	ST
RANGE RESOURCES CORPORATION CMN	Apr 30 2009	Sep 09 2009	93 00	4,546 21	3,858 52	0 00	687 70	687 70	ST
WEATHERFORD INTERNATIONAL LTD CMN	May 20 2009	Sep 10 2009	562 00	12,307 15	11,285 75	0 00	1,021 40	1,021 40	ST
	Jun 29 2009	Sep 10 2009	5 00	109 49	99 94	0 00	9 55	9 55	ST
	Jun 29 2009	Sep 11 2009	200 00	4,405 34	3,997 58	0 00	407 76	407 76	ST
ACTIVISION BLIZZARD INC CMN	Feb 13 2009	Sep 14 2009	75 00	880 81	726 25	0 00	154 56	154 56	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Apr 13 2009	Sep 14 2009	139 00	1,632 44	1,487 33	0 00	145 11	145 11	ST
	Apr 30 2009	Sep 14 2009	470 00	5,519 77	5,045 73	0 00	474 04	474 04	ST
	Jun 08 2009	Sep 14 2009	377 00	4,427 56	4,781 91	0 00	(354 35)	(354 35)	ST
	Jun 09 2009	Sep 14 2009	171 00	2,008 26	2,178 88	0 00	(170 62)	(170 62)	ST
ORACLE CORPORATION CMN	Apr 21 2009	Sep 16 2009	111 00	2,453 12	2,160 87	0 00	292 25	292 25	ST
	Apr 30 2009	Sep 16 2009	245 00	5,414 54	4,879.71	0 00	534 83	534 83	ST
RANGE RESOURCES CORPORATION CMN	Apr 30 2009	Sep 28 2009	274 00	13,659 82	11,368 10	0 00	2,291 72	2,291.72	ST
COMCAST CORPORATION CMN CLASS A	Mar 30 2009	Oct 01 2009	199 00	3,135 85	2,716 87	0 00	418 98	418 98	ST
VOTING	Apr 08 2009	Oct 01 2009	28 00	441 23	393 97	0.00	47 26	47 26	ST
TRANSOCEAN LTD CMN	Apr 30 2009	Oct 01 2009	54 00	4,551 19	3,744 43	0 00	806 76	806 76	ST
WYETH CMN	Aug 14 2008	Oct 06 2009	41 00	2,001 83	1,770 08	0 00	231 75	231 75	LT
	Apr 30 2009	Oct 06 2009	112 00	5,468 41	4,812 14	0 00	656 28	656 28	ST
HESS CORPORATION CMN	Dec 23 2008	Oct 08 2009	4 00	226 65	192 53	0 00	34 12	34 12	ST
	Apr 30 2009	Oct 08 2009	240 00	13,599 26	13,762 46	0 00	(163 20)	(163 20)	ST
	May 12 2009	Oct 08 2009	71 00	4,023 11	4,524 74	0 00	(501 63)	(501 63)	ST
	May 20 2009	Oct 08 2009	40 00	2,266 54	2,602 11	0 00	(335 57)	(335 57)	ST
WYETH CMN	Apr 30 2009	Oct 08 2009	183 00	8,974 29	7,862 69	0 00	1,111 61	1,111 61	ST
AMERICAN ELECTRIC POWER INC CMN	Apr 07 2009	Oct 09 2009	85 00	2,606 43	2,226 86	0 00	379 57	379 57	ST
	Apr 30 2009	Oct 09 2009	180 00	5,519 50	4,817 45	0 00	702 05	702 05	ST
BECTON DICKINSON & CO CMN	May 08 2009	Oct 09 2009	170 00	11,667.02	10,634 35	0 00	1,032 67	1,032 67	ST
COMCAST CORPORATION CMN CLASS A	Apr 08 2009	Oct 09 2009	83 00	1,284 01	1,167 84	0 00	116 17	116 17	ST
VOTING	Apr 30 2009	Oct 09 2009	319 00	4,934 93	5,164 87	0 00	(229 94)	(229 94)	ST
FREEPORT-MCMORAN COPPER & GOLD CMN	May 06 2009	Oct 09 2009	145 00	10,718 23	7,510 22	0 00	3,208 01	3,208 01	ST
COMCAST CORPORATION CMN CLASS A	Apr 30 2009	Oct 14 2009	316 00	4,852 68	5,116 29	0 00	(263 61)	(263 61)	ST
VOTING	May 07 2009	Oct 14 2009	295 00	4,530 20	4,617 31	0 00	(87 12)	(87 12)	ST
	May 07 2009	Oct 15 2009	10 00	154 56	156 52	0 00	(1 96)	(1 96)	ST
	May 27 2009	Oct 15 2009	60 00	927 34	865 36	0 00	61 98	61 98	ST
	Jun 01 2009	Oct 15 2009	347 00	5,363 09	4,833 29	0 00	529 80	529 80	ST
	Sep 09 2009	Oct 15 2009	271 00	4,188 46	4,543 60	0 00	(355 14)	(355 14)	ST
TRANSOCEAN LTD CMN	Apr 30 2009	Oct 20 2009	57 00	5,189 91	3,952 45	0 00	1,237 46	1,237 46	ST
	Sep 10 2009	Oct 20 2009	53 00	4,825 70	4,322 60	0 00	503 10	503 10	ST
MORGAN STANLEY CMN	Feb 13 2009	Oct 21 2009	17 00	592 23	392 09	0 00	200 14	200 14	ST
	Apr 30 2009	Oct 21 2009	300.00	10,451 09	7,182 36	0.00	3,268 73	3,268.73	ST
STATE STREET CORPORATION (NEW) CMN	May 19 2009	Oct 22 2009	157 00	7,180 12	6,831 10	0 00	349 02	349 02	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
TJX COMPANIES INC (NEW) CMN	Apr 07 2009	Oct 22 2009	87 00	3,445 67	2,243 16	0 00	1,202 51	1,202 51	ST
	Apr 30 2009	Oct 22 2009	99 00	3,920 94	2,772 00	0 00	1,148 94	1,148 94	ST
PHILIP MORRIS INTL INC CMN	Aug 14 2008	Oct 28 2009	26 00	1,278 54	1,448 46	0 00	(169 92)	(169 92)	LT
	Apr 30 2009	Oct 28 2009	94 00	4,622 42	3,457 65	0 00	1,164 77	1,164 77	ST
UNITED STATES STEEL CORPORATIO CMN	Aug 07 2009	Oct 28 2009	190 00	6,824 24	8,535 35	0 00	(1,711 11)	(1,711.11)	ST
EOG RESOURCES INC CMN	Apr 30 2009	Oct 29 2009	58 00	4,960 72	3,843 56	0 00	1,117 17	1,117 17	ST
FRANKLIN RESOURCES INC CMN	Nov 19 2008	Oct 29 2009	6 00	644 69	304 76	0 00	339 93	339 93	ST
	Jan 21 2009	Oct 29 2009	39 00	4,190 47	2,061 43	0 00	2,129 04	2,129 04	ST
OCCIDENTAL PETROLEUM CORP CMN	Jun 25 2009	Oct 29 2009	67 00	5,315 56	4,364 72	0 00	950 84	950 84	ST
DEVON ENERGY CORPORATION (NEW) CMN	Jan 20 2009	Nov 05 2009	16 00	1,079 63	897 63	0 00	182 01	182 01	ST
	Jan 27 2009	Nov 05 2009	21 00	1,417 02	1,299 12	0 00	117 90	117 90	ST
	Apr 30 2009	Nov 05 2009	33 00	2,226 75	1,728 81	0 00	497 94	497 94	ST
	Apr 30 2009	Nov 13 2009	71 00	4,767 75	3,719 55	0 00	1,048 20	1,048 20	ST
NEWFIELD EXPLORATION CO CMN	Sep 28 2009	Nov 17 2009	96 00	4,222 82	4,019 66	0 00	203 16	203 16	ST
DEVON ENERGY CORPORATION (NEW) CMN	Apr 30 2009	Nov 19 2009	126 00	8,733 13	6,600 90	0 00	2,132 23	2,132 23	ST
	Jun 11 2009	Nov 19 2009	48 00	3,326 91	3,213 72	0 00	113 19	113 19	ST
VIACOM INC CMN CLASS B	Oct 15 2008	Dec 02 2009	127 00	3,811 05	2,348 60	0 00	1,462 45	1,462.45	LT
	Apr 30 2009	Dec 02 2009	28 00	840 23	588 26	0 00	251 97	251 97	ST
HALLIBURTON COMPANY CMN	Sep 10 2009	Dec 03 2009	175 00	5,013 22	4,495.97	0 00	517 25	517.25	ST
FRANKLIN RESOURCES INC CMN	Jan 21 2009	Dec 15 2009	1 00	104 83	52 86	0 00	51 98	51 98	ST
	Apr 30 2009	Dec 15 2009	13 00	1,362 83	795 90	0.00	566 93	566 93	ST
	Apr 30 2009	Dec 16 2009	36 00	3,732 77	2,204 03	0 00	1,528 74	1,528.74	ST
UNILEVER N V NY SHS (NEW) ADR CMN	Aug 14 2008	Dec 16 2009	158 00	5,100 83	4,485 62	0 00	615 21	615 21	LT
TJX COMPANIES INC (NEW) CMN	Apr 30 2009	Dec 17 2009	81 00	2,976 10	2,268.00	0 00	708 10	708 10	ST
	Jun 01 2009	Dec 17 2009	204 00	7,495 35	6,265 92	0 00	1,229 43	1,229.43	ST
	Jun 02 2009	Dec 17 2009	172 00	6,319 61	5,296 52	0 00	1,023 09	1,023.09	ST
UNILEVER N V NY SHS (NEW) ADR CMN	Aug 14 2008	Dec 17 2009	41 00	1,301 71	1,163 99	0 00	137 72	137 72	LT
	Apr 30 2009	Dec 17 2009	17 00	539 73	342 17	0 00	197 56	197 56	ST
CHEVRON CORPORATION CMN	Oct 29 2009	Dec 23 2009	106 00	8,199 99	8,276 84	0 00	(76 85)	(76 85)	ST
PHILIP MORRIS INTL INC CMN	Apr 30 2009	Dec 23 2009	311 00	15,193 19	11,439 67	0 00	3,753 52	3,753 52	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
VIACOM INC CMN CLASS B	Apr 30 2009	Dec 23 2009	189 00	5,572 57	3,970 75	0 00	1,601 82	1,601 82	ST
	Apr 30 2009	Dec 24 2009	48 00	1,418 58	1,008 45	0 00	410 14	410 14	ST
	Sep 11 2009	Dec 24 2009	156 00	4,610 39	4,093 64	0 00	516 75	516 75	ST
	Sep 11 2009	Dec 28 2009	50 00	1,481 14	1,312 07	0 00	169 08	169 08	ST
	Oct 28 2009	Dec 28 2009	137 00	4,058 33	3,783 40	0 00	274 93	274 93	ST
EOG RESOURCES INC CMN	Apr 30 2009	Dec 29 2009	37 00	3,690.32	2,451 92	0 00	1,238 40	1,238 40	ST
	Apr 30 2009	Dec 30 2009	36 00	3,563 38	2,385 66	0 00	1,177 73	1,177.73	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	411,452 09	348,473 02	0 00	62,979 07	62,979 07
SHORT TERM LOSSES	228,853 72	283,951 18	0 00	(55,097 46)	(55,097 46)
NET SHORT TERM GAINS (LOSSES)	**640,305.81**	**632,424.20**	**0.00**	**7,881.61**	**7,881.61**
LONG TERM GAINS	19,125 05	15,973 69	0 00	3,151 36	3,151 36
LONG TERM LOSSES	9,928 09	13,253 99	0 00	(3,325 90)	(3,325 90)
NET LONG TERM GAINS (LOSSES)	**29,053.13**	**29,227.68**	**0.00**	**(174.55)**	**(174.55)**

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GOOGLE, INC CMN CLASS A	Aug 14 2008	Jan 09 2009	7 00	2,217 54	3,543 96	0 00	(1,326 42)	(1,326 42)	ST
DELL INC CMN	Sep 04 2008	Jan 16 2009	330 00	3,292 79	6,666 96	0 00	(3,374 17)	(3,374 17)	ST
GENENTECH INC CMN	Aug 14 2008	Jan 30 2009	20 00	1,623 00	1,972 20	0 00	(349 20)	(349 20)	ST
THERMO FISHER SCIENTIFIC INC CMN	Aug 14 2008	Feb 05 2009	48 00	1,834 47	2,969 10	0 00	(1,134 63)	(1,134 63)	ST
HESS CORPORATION CMN	Aug 14 2008	Feb 19 2009	44 00	2,377 41	4,306 59	0 00	(1,929 18)	(1,929 18)	ST
TEVA PHARMACEUTICAL IND LTD ADS	Aug 14 2008	Feb 19 2009	38 00	1,770 65	1,798 16	0 00	(27 51)	(27 51)	ST
THERMO FISHER SCIENTIFIC INC CMN	Aug 14 2008	Feb 19 2009	33 00	1,273 68	2,041 26	0 00	(767 58)	(767 58)	ST
GENENTECH INC CMN	Aug 14 2008	Mar 09 2009	50 00	4,499 10	4,930 50	0 00	(431 40)	(431 40)	ST
SUNCOR ENERGY INC CMN	Aug 14 2008	Mar 12 2009	67 00	1,635 98	3,476 08	(586 91)	(1,253 19)	(1,840 10)	ST
HESS CORPORATION CMN	Aug 14 2008	Mar 19 2009	34 00	2,191 87	3,327 82	0.00	(1,135 95)	(1,135 95)	ST
TEVA PHARMACEUTICAL IND LTD ADS	Aug 14 2008	Mar 19 2009	31.00	1,357 94	1,466 92	0 00	(108 98)	(108 98)	ST
RESEARCH IN MOTION LIMITED CMN	Aug 14 2008	Apr 01 2009	55 00	2,504 16	7,175 06	0 00	(4,670.90)	(4,670 90)	ST
LOWES COMPANIES INC CMN	Aug 14 2008	Apr 20 2009	6 00	118 95	145 14	0 00	(26 19)	(26 19)	ST
TARGET CORPORATION CMN	Aug 14 2008	Apr 20 2009	21 00	809 90	1,055 25	0 00	(245 35)	(245 35)	ST
COACH INC CMN	Aug 14 2008	Apr 24 2009	109 00	2,448 70	3,434 10	0 00	(985 40)	(985 40)	ST
GOOGLE, INC CMN CLASS A	Aug 14 2008	Apr 24 2009	4 00	1,529 72	2,025 12	0 00	(495 40)	(495 40)	ST
MARRIOTT INTERNATIONAL INC CL-A (NEW) CLASS A	Jan 16 2009	Apr 24 2009	54 00	1,169 89 54 48	955 35	0 00	214 54	214 54	ST
VIACOM INC CMN CLASS B	Aug 14 2008	Apr 24 2009	115 00	2,185 04	3,372 65	0.00	(1,187 61)	(1,187 61)	ST
WESTERN UNION COMPANY (THE) CMN	Aug 14 2008	Apr 24 2009	50 00	864 18	1,396 00	0 00	(531 82)	(531 82)	ST
ELECTRONIC ARTS CMN	Aug 14 2008	May 01 2009	194 00	3,840 65	9,552 56	0 00	(5,711 91)	(5,711 91)	ST
LOWES COMPANIES INC CMN	Aug 14 2008	May 01 2009	167 00	3,503 28	4,039 73	0 00	(536 45)	(536 45)	ST
TARGET CORPORATION CMN	Aug 14 2008	May 01 2009	94 00	3,832 82	4,723 50	0 00	(890 68)	(890.68)	ST
VIACOM INC CMN CLASS B	Aug 14 2008	May 04 2009	65 00	1,264 04	1,906 28	0 00	(642 24)	(642 24)	ST
	Oct 24 2008	May 04 2009	53 00	1,030 68	934 68	0 00	96 00	96 00	ST
	Apr 30 2009	May 04 2009	250 00	4,861 70	5,252 33	0 00	(390 63)	(390 63)	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
RESEARCH IN MOTION LIMITED CMN	Aug 14 2008	May 18 2009	25 00	1,799 46	3,261 39	0 00	(1,461 93)	(1,461 93)	ST
	Dec 22 2008	May 18 2009	37 00	2,663 20	1,549 33	0 00	1,113 87	1,113 87	ST
	Feb 20 2009	May 18 2009	2 00	143 96	80 73	0 00	63 23	63 23	ST
SUNCOR ENERGY INC CMN	Aug 14 2008	May 18 2009	145 00	4,343 17	7,522 87	(651 69)	(2,528 01)	(3,179 70)	ST
CME GROUP INC CMN CLASS A	Aug 14 2008	May 29 2009	10 00	3,170 82	3,477 10	0 00	(306 28)	(306 28)	ST
	Aug 27 2008	May 29 2009	10 00	3,170 82	3,261 71	0 00	(90 89)	(90 89)	ST
MERCK & CO INC CMN	Oct 21 2008	Jun 05 2009	188 00	4,885 68	5,759 15	0 00	(873 48)	(873 48)	ST
	Apr 30 2009	Jun 05 2009	395 00	10,265 12	9,653 80	0 00	611 32	611 32	ST
THERMO FISHER SCIENTIFIC INC CMN	Aug 14 2008	Jun 08 2009	95 00	3,715 10	5,876 35	0 00	(2,161 25)	(2,161 25)	ST
GOOGLE, INC CMN CLASS A	Aug 14 2008	Jun 09 2009	9 00	3,911 37	4,556 52	0 00	(645 15)	(645 15)	ST
	Apr 30 2009	Jun 09 2009	20 00	8,691 94	7,997 77	0 00	694 17	694 17	ST
ST JUDE MEDICAL INC CMN	Dec 22 2008	Jun 24 2009	123 00	4,952 59	3,970 72	0 00	981 87	981 87	ST
	Feb 10 2009	Jun 24 2009	47 00	1,892 45	1,708 43	0 00	184 02	184 02	ST
	Apr 30 2009	Jun 24 2009	3 00	120 80	103 16	0 00	17 64	17 64	ST
WEATHERFORD INTERNATIONAL LTD CMN	Aug 14 2008	Jun 25 2009	290 00	5,605 90	10,788 71	0 00	(5,182 81)	(5,182 81)	ST
	Apr 30 2009	Jun 25 2009	570 00	11,018 50	9,740 27	0 00	1,278 23	1,278 23	ST
COACH INC CMN	Aug 14 2008	Jul 09 2009	166 00	3,983 14	5,229 92	0 00	(1,246 78)	(1,246 78)	ST
ACTIVISION BLIZZARD INC CMN	Aug 14 2008	Jul 21 2009	690 00	8,205 06	11,954 25	0 00	(3,749 19)	(3,749 19)	ST
	Apr 30 2009	Jul 21 2009	476 00	5,660 30	5,110 15	0 00	550 16	550 16	ST
BAXTER INTERNATIONAL INC CMN	Aug 14 2008	Jul 21 2009	110 00	5,878 08	7,698 90	0 00	(1,820 82)	(1,820 82)	ST
THERMO FISHER SCIENTIFIC INC CMN	Aug 14 2008	Jul 24 2009	44 00	1,948 82	2,721 68	0 00	(772 86)	(772.86)	ST
	Oct 13 2008	Jul 24 2009	33 00	1,461 61	1,488 66	0 00	(27 05)	(27 05)	ST
ZIMMER HLDGS INC CMN	Oct 08 2008	Jul 24 2009	42 00	1,847 09	2,446 09	0 00	(599 00)	(599.00)	ST
	Oct 09 2008	Jul 24 2009	42 00	1,847 09	2,437 95	0 00	(590 86)	(590 86)	ST
	Dec 19 2008	Jul 24 2009	25 00	1,099 46	998 91	0 00	100 55	100 55	ST
	Apr 30 2009	Jul 24 2009	230 00	10,115 00	10,329 46	0 00	(214 46)	(214 46)	ST
RESEARCH IN MOTION LIMITED CMN	Feb 20 2009	Aug 07 2009	24 00	1,871 77	968 72	0 00	903 05	903 05	ST
	Apr 30 2009	Aug 07 2009	43 00	3,353 59	2,978 61	0 00	374 98	374 98	ST
ACTIVISION BLIZZARD INC CMN	Apr 30 2009	Aug 11 2009	337 00	4,095 71	3,617 90	0 00	477 81	477 81	ST
MARRIOTT INTERNATIONAL INC CL-A (NEW)	Jan 16 2009	Aug 11 2009	76 00	1,766 80	1,344 56	0 00	422 24	422 24	ST
CLASS A	Jan 21 2009	Aug 11 2009	7 00	162 73	118 66	0 00	44 08	44 08	ST
MICROSOFT CORPORATION CMN	Aug 14 2008	Aug 11 2009	141 00	3,260 32	3,981 84	0 00	(721 52)	(721 52)	ST
HESS CORPORATION CMN	Aug 14 2008	Aug 17 2009	97 00	4,723 42	9,494.07	0 00	(4,770 66)	(4,770 66)	LT
	Apr 30 2009	Aug 17 2009	53 00	2,580 84	3,039 21	0 00	(458 38)	(458.38)	ST

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Apr 30 2009	Aug 19 2009	34 00	1,729 66	1,949 68	0 00	(220 02)	(220 02)	ST
	Apr 30 2009	Aug 20 2009	35 00	1,789 12	2,007 03	0 00	(217 91)	(217 91)	ST
AMYLIN PHARMACEUTICALS, INC CMN	Aug 14 2008	Sep 10 2009	196 00	2,452 40	6,728 68	0 00	(4,276 28)	(4,276 28)	LT
	Aug 14 2008	Sep 11 2009	74 00	931 82	2,540 42	0 00	(1,608 60)	(1,608 60)	LT
	Apr 30 2009	Sep 11 2009	440 00	5,540 55	5,161 46	0 00	379 09	379 09	ST
ACTIVISION BLIZZARD INC CMN	Apr 30 2009	Sep 14 2009	657 00	7,715 93	7,053 29	0 00	662 64	662 64	ST
AMYLIN PHARMACEUTICALS, INC CMN	Apr 30 2009	Sep 14 2009	160 00	2,053 53	1,876 90	0.00	176 63	176.63	ST
HESS CORPORATION CMN	Apr 30 2009	Sep 14 2009	93 00	4,961 90	5,332 95	0 00	(371 05)	(371 05)	ST
THERMO FISHER SCIENTIFIC INC CMN	Oct 13 2008	Sep 21 2009	7 00	316 14	315 78	0 00	0.36	0 36	ST
	Apr 30 2009	Sep 21 2009	180 00	8,129 32	6,410 43	0 00	1,718 89	1,718 89	ST
RESEARCH IN MOTION LIMITED CMN	Apr 30 2009	Sep 25 2009	132 00	9,197 63	9,143 64	0 00	53 99	53 99	ST
THERMO FISHER SCIENTIFIC INC CMN	Apr 30 2009	Sep 30 2009	127 00	5,472 13	4,522 91	0 00	949 22	949 22	ST
WESTERN UNION COMPANY (THE) CMN	Aug 14 2008	Oct 06 2009	248 00	4,613 66	6,924 16	0 00	(2,310 50)	(2,310 50)	LT
SCHLUMBERGER LTD CMN	Aug 14 2008	Oct 14 2009	59 00	3,878 74	5,488 77	0 00	(1,610 03)	(1,610 03)	LT
MARRIOTT INTERNATIONAL INC CL-A (NEW)	Jan 21 2009	Oct 15 2009	34 00	949 46	576 33	0 00	373 13	373 13	ST
CLASS A	Feb 27 2009	Oct 15 2009	63 00	1,759 29	882 82	0 00	876 47	876 47	ST
	Mar 12 2009	Oct 15 2009	39 00	1,089 08	590 97	0 00	498 11	498 11	ST
COACH INC CMN	Aug 14 2008	Oct 21 2009	35 00	1,172 32	1,102 69	0 00	69 62	69 62	LT
	Apr 30 2009	Oct 21 2009	420 00	14,067 78	10,591 56	0 00	3,476 22	3,476.22	ST
SCHLUMBERGER LTD CMN	Aug 14 2008	Oct 21 2009	52 00	3,612 01	4,837 56	0 00	(1,225 55)	(1,225 55)	LT
GILEAD SCIENCES CMN	Jun 30 2009	Oct 26 2009	32 00	1,406 06	1,500 69	0 00	(94 63)	(94 63)	ST
ELECTRONIC ARTS CMN	Aug 14 2008	Oct 30 2009	96 00	1,748 79	4,727 04	0 00	(2,978 25)	(2,978 25)	LT
	Apr 30 2009	Oct 30 2009	625 00	11,385 34	13,130 50	0.00	(1,745 16)	(1,745 16)	ST
EXPRESS SCRIPTS COMMON CMN	Jun 08 2009	Dec 02 2009	72 00	6,272 82	4,611 37	0 00	1,661.45	1,661 45	ST
	Jun 08 2009	Dec 15 2009	54 00	4,786 05	3,458 53	0 00	1,327 52	1,327 52	ST
MORGAN STANLEY CMN	Jun 25 2009	Dec 15 2009	604 00	18,096 95	16,744 57	0 00	1,352 38	1,352 38	ST
EXPRESS SCRIPTS COMMON CMN	Jun 08 2009	Dec 17 2009	23 00	1,957 94	1,473 08	0 00	484 86	484 86	ST
	Jun 09 2009	Dec 17 2009	64 00	5,448 18	4,088 35	0 00	1,359 83	1,359 83	ST
EOG RESOURCES INC CMN	Oct 13 2009	Dec 21 2009	97 00	9,183 78	8,656 25	0 00	527 53	527 53	ST
LOWES COMPANIES INC CMN	Aug 14 2008	Dec 23 2009	72 00	1,684 88	1,741 68	0 00	(56 80)	(56 80)	LT

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Mar 12 2009	Dec 23 2009	100 00	2,340 11	1,530 68	0 00	809 43	809 43	ST
	Apr 30 2009	Dec 23 2009	28 00	655 23	614 13	0 00	41 10	41 10	ST

	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	165,045 85	140,134 76	0 00	24,911 09	24,911 09
SHORT TERM LOSSES	144,839 01	200,329 88	(1,238 60)	(54,252 27)	(55,490 87)
NET SHORT TERM GAINS (LOSSES)	**309,884.86**	**340,464.65**	**(1,238.60)**	**(29,341.18)**	**(30,579.78)**
LONG TERM GAINS	1,172 32	1,102 69	0 00	69 62	69 62
LONG TERM LOSSES	23,645 71	42,482 38	0 00	(18,836 67)	(18,836 67)
NET LONG TERM GAINS (LOSSES)	**24,818.03**	**43,585.08**	**0.00**	**(18,767.05)**	**(18,767.05)**